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FD-30400 (SUB 21)

10-28-88

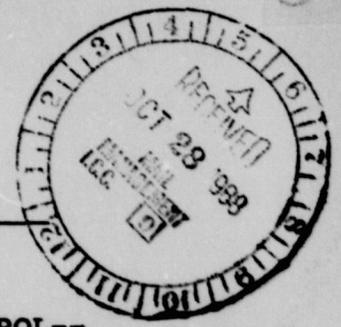
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BEFORE THE
INTERSTATE COMMERCE COMMISSION



SANTA FE SOUTHERN PACIFIC CORPORATION--CONTROL--
SOUTHERN PACIFIC TRANSPORTATION COMPANY

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Finance Docket No. 30400 (Sub-No. 21)

COMMENTS OF RAILWAY LABOR EXECUTIVES' ASSOCIATION
REGARDING THE APPLICABILITY OF PROTECTIVE CONDITIONS
FOR EMPLOYEES AFFECTED BY ACTIONS TAKEN IN ANTICIPATION
OF THE INTERSTATE COMMERCE COMMISSION'S APPROVAL OF THE
SANTA FE SOUTHERN PACIFIC CORPORATION'S CONTROL OF THE
SOUTHERN PACIFIC TRANSPORTATION COMPANY

ENTERED
Office of the Secretary
OCT 28 1988
Part of Public Record

William G. Mahoney
John O'B. Clarke, Jr.
Donald F. Griffin

HIGHSAW & MAHONEY, P.C.
1050 17th Street, N.W.
Suite 210
Washington, DC 20036
(202) 296-8500

Attorneys for
Railway Labor Executives'
Association

October 28, 1988

BEFORE THE
INTERSTATE COMMERCE COMMISSION

SANTA FE SOUTHERN PACIFIC CORPORATION--CONTROL--
SOUTHERN PACIFIC TRANSPORTATION COMPANY

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In a decision served September 27, 1988, the Commission requested comments regarding the applicability of protective conditions to those Southern Pacific Transportation Company ("SPT") and Atchison, Topeka & Santa Fe Railway Company ("Santa Fe") employees adversely affected by actions taken in contemplation of the merger of the two carriers. Specifically, the Commission sought comments on whether it has the authority and jurisdiction to impose employee protections; whether protections are warranted in this proceeding and what procedural and substantive provisions should apply. Pursuant to the Commission's request, the Railway Labor Executives' Association ("RLEA") presents these comments.

PROCELRAL BACKGROUND

In a decision served October 10, 1986, the Commission denied the application of the Santa Fe Southern Pacific Corporation ("SFSP") to control the SPT. 2 I.C.C. 2d 709 (1986). In addition to denying the control application, the Commission ordered SFSP to divest its interest in either SPT or Santa Fe within two years. 2 I.C.C. 2d at _____. (Slip op. at 106-107) At the time of the Commission's decision the stock of SPT was in a voting trust established by SFSP.^{1/} The Commission noted that it was retaining continuing jurisdiction both over the voting trust and divestiture process in order to ensure that divestiture was handled in a manner "wholly consistent with the public interest." Id.

On December 30, 1987, SFSP filed a plan of divestiture with the Commission. The plan contemplated the sale of SPT stock to a subsidiary of Rio Grande Industries ("RGI"), a holding company that already controlled another rail carrier, the Denver and Rio Grande Western Railroad ("DRGW"). On December 31, 1987, RGI filed a notice of intent with the Commission that RGI would file an application seeking Commission approval of its control of SPT and the Commission subsequently designated the RGI-SPT control transaction as Finance Docket No. 32000. Shortly thereafter, in an order served January 6, 1988, the Commission stated that as part of its continuing jurisdiction over divestiture process ordered in this proceeding, all divestiture issues would be

^{1/} The voting trust arrangement was ordered by the Commission in Decision No. 2, served December 23, 1983.

addressed in consolidated proceedings with Finance Docket No. 32000. Slip op. at 1.

In a decision served January 14, 1988, the Commission set forth the procedures that would attach to the divestiture order. Decision No. 2, served January 14, 1988, slip. op. at 2. The Commission observed that "there are no established procedures extant in Commission practice or antitrust divestiture law that govern divestiture of a railroad." Id. Therefore, in order to effect the divestiture, the Commission would apply expedited review and approval procedures for assessing whether the divestiture met the public interest standards of 49 U.S.C. §11344(b)(1)(A)-(E). Id.

Subsequently, the Commission proceeded to review the RGI application and an inconsistent application submitted by Kansas City Southern Industries, Inc. ("KCS") as part of the divestiture process. In a decision served September 12, 1988, the Commission approved the RGI application and rejected the KCS inconsistent application.

In its September 12, 1988 decision, the Commission noted that the control applications were "related" to this proceeding. Slip. op. at 4. As part of its approval of the RGI-SPT transaction, the Commission noted that prompt consummation of the DRGW-SPT consolidation also would satisfy the divestiture order issued in this docket. Id. at 108. The Commission also commented that the divestiture criteria used in the consolidated proceedings and "the standard section 11344 criteria are basically the same." Id.

As a final matter, the Commission held in abeyance the issue of labor protective conditions for SPT and Santa Fe employees adversely affected by actions taken in contemplation of the Commission's approval of the SFSP--SPT control application. The Commission noted that it would not impose such conditions upon RGI as part of its acquisition of SPT because RGI had not been a party to the SFSP-SPT control application. Id. at 95. However, the Commission noted that SFSP was subject to continuing jurisdiction as part of the voting trust established in this proceeding. Id. In contrast, the Commission characterized SFSP as contending that the RGI-SPT control application and the divestiture were two separate proceedings, therefore the Commission had no jurisdiction to impose employee protections upon the divestiture proceeding. Id. at p. 96. The Commission rejected that argument stating thus:

Contrary to SFSP claims, these are not, as to SFSP itself, two totally separate actions inasmuch as it has had control, direct or indirect, of SPT since we authorized it to hold in trust for purposes to acquisition all of SPT stock on December 23, 1983.

In these circumstances, we believe it is within our power to provide that ATSF or SPT employees who can demonstrate that they were adversely affected as a direct consequence of actions taken or orders issued, by SFSP in contemplation of the merger which we ultimately denied, be afforded labor protection in Finance Docket No. 30400.

Id. at 96.

Subsequently, in its order of September 27, 1988, the Commission sought comments regarding the employee protection issue.

I. THE COMMISSION HAS THE AUTHORITY TO IMPOSE EMPLOYEE PROTECTIVE CONDITIONS AND SUCH CONDITIONS ARE REQUIRED IN THIS PROCEEDING

The Commission has asked the parties whether it has the authority to impose employee protective conditions for the benefit of SPT or Santa Fe employees adversely affected by actions taken by SFSP in anticipation of the merger of SPT and Santa Fe. RLEA respectfully submits that, as will be set out fully below, the Commission not only has the authority to impose employee protective conditions but that such protection is required as part of this divestiture proceeding.

The initial SFSP--SPT control application was subject to the jurisdiction of 49 U.S.C. §11343. The Commission's review of that application was performed pursuant to those standards set forth in 49 U.S.C. §11344. One of the Commission's mandatory inquiries in a 49 U.S.C. §11344 proceeding is a review of the "interest of the carrier employees affected by the proposed transaction." 49 U.S.C. §11344(b)(1)(D). While the Commission ultimately denied the control application because it would lead to anticompetitive results and was inconsistent with the public interest, the Commission, as part of this 49 U.S.C. §11344 proceeding, retained jurisdiction over SFSP by ordering divestiture of either SPT or Santa Fe and consequent dissolution of the SPT voting trust. 2 I.C.C. 2d at _____. (Slip op. at 106-107)

Subsequently, in its January 14, 1988 decision in Finance Docket No. 32000, the Commission noted that it would resolve the divestiture issue as part of the RGI--SPT control transaction.

Slip op. at p. 2. Specifically, the Commission noted that the divestiture proposal would be reviewed pursuant to the terms of 49 U.S.C. §1134. Id.

Finally, as part of the Commission's approval of the RGI-SPT control application, the Commission also reviewed and approved the divestiture proceeding. The Commission noted that the divestiture and control proceedings were related and that the divestiture criteria and the standard 49 U.S.C. §11344 criteria were "basically the same." Decision of September 12, 1988, Slip op. at 108.

The Commission's authority to impose employee protective conditions whenever such conditions are justified by public interest considerations was first established in United States v. Lowden, 308 U.S. 225 (1939). In Lowden the Court sustained the Commission's imposition of employee protective conditions on an intracorporate consolidation for public interest reasons, even though there was no express statutory provision for such conditions. The carriers argued that employee protective conditions actually provided a private benefit to the employees and could not be considered a condition imposed to protect the public interest. 308 U.S. at 230-31. The Court rejected that argument and stated that "the just and reasonable treatment of railroad employees" would aid in implementation of the national railroad policy and implementation of that policy was in the public interest. Id. at 234. Therefore, the Commission had the authority to impose employee protections for the benefit of adversely affected employees as part of its general public

interest oversight of any transaction subject to Commission jurisdiction. See also Interstate Commerce Commission v. Railway Labor Executives' Association, 315 U.S. 373 (1942). Therefore, it is settled law that the Commission has the authority to impose employee protective conditions in this proceeding.

Further, RLEA respectfully submits that the Commission's method of handling the divestiture makes the imposition of employee protections mandatory in this case. Following denial of the SFSP--SPT control application in 1986, the Commission retained jurisdiction over both the voting trust established by SFSP for the SPT stock and the SFSP's divestiture of either SPT or Santa Fe. This order was issued pursuant to the Commission's review of the SFSP--SPT application pursuant to 49 U.S.C. §11344. When the SFSP filed its divestiture plan with the Commission on December 30, 1987, the Commission consolidated the divestiture proceeding into the RGI--SPT control proceeding. The consolidated proceeding also was handled pursuant to 49 U.S.C. §11344. Accordingly, both SPT and Santa Fe were rail carriers involved in a 49 U.S.C. §11344 transaction because both carriers were involved in the divestiture a proceeding subject to 49 U.S.C. §11344 as a result of earlier SFSP--SPT application and SPT also was involved in the control RGI transaction. Protective conditions are required for all employees of rail carriers involved in a 49 U.S.C. §11344 transaction. 49 U.S.C. §11347.

However, SFSP may contend that the SPT and Santa Fe employees were not affected by the divestiture as much as they may have been affected by a control transaction disapproved by

the Commission. SFSP could argue that employee protective conditions are not required as part of the Commission's disapproval of a transaction subject to 49 U.S.C. §11343 and 11344. Such an argument, however, ignores the Commission's handling of the related SFSP--SPT control, divestiture and RGI-SPT control proceedings.

The Commission first authorized SFSP to hold SPT stock in trust for the purposes of a control transaction by an order served December 23, 1983. Finance Docket No. 30400, Decision No. 2. That voting trust began a period of direct or indirect control of SPT by SFSP from late 1983 until the consummation of the RGI--SPT control proceeding. Decision of September 12, 1988, Slip op. at p. 96. The issue before the Commission at this point, is what protective conditions, if any, are applicable to adversely affected SPT and Santa Fe employees during the period SFSP initially sought Commission approval of its control of SPT and subsequently, when SFSP was actively seeking to divest itself of SPT or Santa Fe. The conditions do not attach to the disapproved merger as SFSP may argue, instead, the conditions attach because of SFSP's control of SPT during both the control and divestiture proceedings both of which are 49 U.S.C. §11344 proceedings.

Further, as stated above, the Commission has chosen to treat the divestiture both as a component part of a larger proceeding, i.e., the acquisition of SPT by another rail carrier and a continuation of the original SFSP-SPT transaction reviewed under 49 U.S.C. §11344. By including the divestiture proceeding within

the 49 U.S.C. §11344 RGI--SPT control proceeding, the Commission brought the employees of those rail carriers involved in the divestiture proceeding within the ambit of 49 U.S.C. §11347 labor protections.

The Commission's decision to include the divestiture proceeding within a related proceeding is consistent with past Commission practice. As part of the Commission's approval of railroad bankruptcy reorganization plans under former Section 77 of the Bankruptcy Act of 1898, 30 Stat. 544 (July 1, 1898), the Commission imposed employee protective conditions for the benefit of the reorganized carrier's employees. See e.g., Missouri Pacific R.R.--Reorganization, 257 I.C.C. 479 (1944) and Florida East Coast Ry.--Reorganization, 307 I.C.C. 5 (1958). Similarly, when the Commission was confronted with a unified proceeding containing component transactions, all of which were necessary for effecting the unified proceeding, the Commission imposed employee protections on all the components even if some of those transactions, standing alone, arguably were not subject to mandatory protections. See, e.g., Texas and Pacific Ry. Co.--Operation, 247 I.C.C. 285 (1941) and Gulf, Mobile & Ohio R.R.--Abandonment, 282 I.C.C. 311 (1952).

Here, the divestiture proceeding is a necessary component of the overall plan of RGI's control of SPT. Additionally, the divestiture is also linked to the earlier abortive SFSP attempt to obtain control of SPT. Both of those proceedings were subject to 49 U.S.C. §11344 and the Commission in its review of both control proceedings has placed the divestiture also under the

jurisdiction of 49 U.S.C. §11344. Therefore, RLEA respectfully submits that employee protective conditions must be imposed for the benefit of adversely affected SPT and Santa Fe employees.

II. THE NEW YORK DOCK CONDITIONS, SUBJECT TO CERTAIN PROCEDURAL CHANGES, PROVIDE THE CONDITIONS THAT SHOULD BE APPLIED TO THIS PROCEEDING

RLEA respectfully submits that the conditions set forth in New York Dock Ry.--Control--Brooklyn Eastern Dist. Term., 360 I.C.C. 60 (1979), aff'd. sub nom New York Dock Ry. v. United States, 609 F.2d 82 (2d Cir. 1979) ("New York Dock") provide a satisfactory answer to the Commission's inquiries regarding the extent of protections to be provided, their substance and the procedures to be followed in obtaining them.

As set forth in Part I, supra, RLEA respectfully submits that protections should be imposed for the benefit of all SPT and Santa Fe employees adversely affected by actions taken by SFSP both in anticipation of the Commission's approval of the SFSP--SPT control proceeding and those actions taken as part of the Commission ordered divestiture following denial of the control transaction. The New York Dock conditions expressly provide that their substantive benefits apply to employees adversely affected by carrier actions taken in anticipation of a transaction subject to Commission jurisdiction. Art. I, §10. Here, RLEA has contended since the pendency of the SFSP--SPT control application that employees of both SPT and Santa Fe were being adversely affected by actions taken by those carriers in anticipation of the commission's approval of the control application. Since SFSP controlled Santa Fe and, according to the Commission, exercised

both direct and indirect control over SPT during this period, those actions by SPT and Santa Fe should be imputed to SFSP. Therefore, the New York Dock conditions already provide the proper framework for application of protective conditions for those SPT and Santa Fe employees adversely affected by actions taken, under SFSP's direction, in anticipation of the SFSP--SPT control transaction.

Similarly, the New York Dock conditions provide substantive benefits commensurate with this proceeding. Ordinarily, those conditions are applied for the benefit of adversely affected employees in control, merger and consolidation proceedings. The evidence regarding employee impact previously submitted to the Commission in this proceeding showed affects similar to those caused by consolidation transactions. For example, the verified statement of General Chairman R.B. Brackbill illustrated instances where SPT had abolished clerical positions in areas where the SPT and Santa Fe lines paralleled one another. Copy of Brackbill's verified statement is attached as Exhibit No. 1. Similarly, the verified stated of President and Directing General Chairman E.B. Kostakis showed instances were Santa Fe personnel performed service on SPT locomotives on a regular basis. Copy of Kostakis verified statement is attached as Exhibit No. 2. These verified statements establish that SPT and Santa Fe had engaged in an extensive consolidation of operations prior to the issuance of the Commission's decision in the SFSP--SPT control case. In light of the apparent consolidation style effect upon SPT and Santa Fe employees during this period, the Commission should

impose New York Dock substantive protections for the benefit of employees adversely affected during the period.

Procedurally, the Commission's recent decision in the consolidated proceedings of National Railroad Passenger Corporation--Conveyance, Finance Docket No. 31250 and Central Vermont Railway, Inc.--Petition For Exemption, Finance Docket No. 31259 (the "Conn. River Line"), served August 9, 1988, provides an appropriate procedural model for applying the labor protective conditions. In that proceeding, the National Railroad Passenger Corporation ("Amtrak") presented an application to the Commission pursuant to Section 402(d) of the Rail Passenger Service Act, 45 U.S.C. §562(d), seeking to "condemn" and acquire approximately 50 miles of track owned by the Boston & Maine Corporation ("B&M"). Coincidentally, the Central Vermont Railway, Inc. ("CV") filed a petition with the Commission to exempt from review and approval Amtrak's subsequent transfer of that line to CV. The Commission granted both Amtrak's application and CV's petition, applying New York Dock protections for all adversely affected CV and B&M employees.^{2/} However, the Commission observed that the two related transactions presented unique circumstances, accordingly the Commission set the following procedures:

Moreover, this case is unlike a typical consolidation situation covered by New York Dock, where employees are protected as employees of a new system which is being formed. B&M will have no voice in the crewing over the property transferred. In the circumstances, there is no basis for the railroads and labor

^{2/} Amtrak had no employees affected by the transactions.

to negotiate an implementing agreement governing distribution of forces as a result of the transaction. Moreover, because this is not a voluntary transaction, there is no purpose to be served by requiring preconsummation negotiations of implementing agreements by each carrier with the affected employees. Each carrier shall negotiate an agreement subsequent to the transaction, with its employees, and each is responsible, at least in the first instances, for protecting its own employees. But we will require that CV be responsible for all labor protection expenses, including indemnifying B&M for its expenses.

Slip op. at p. 33.

Much of what the Commission said there is applicable to this proceeding. Certainly the employees to be protected here are not part of a new system being formed. On the contrary, the employees are obtaining protections as part of the break up of a system the Commission found inimical to the public interest. Similarly, this is not a voluntary transaction because the divestiture was ordered as a condition of the Commission's disapproval of the SFSP--SPT control application in 1986. Because of the forced nature of the transaction, there also is no need for a preconsummation implementing agreement. Finally, the Conn River Line decision provides the procedure for handling employee claims. The claims should be presented in the first instance to the employing carrier, either SPT or Santa Fe. However, SFSP ultimately should be responsible for all employee protection expenses since the adverse affects to the employees flowed from SFSP's control of those two carriers.

Additionally, because of the period of time that has elapsed since SFSP first attempted to obtain control of SPT, some adversely affected employees may no longer have an employment relationship with either SPT or Santa Fe. Therefore, RLEA respectfully requests that the labor protective conditions also include instructions to both SPT and Sant Fe to mail to all employees who had an employment relationship with either carrier on December 1, 1983, a copy of the order granting protections.

CONCLUSION

Based upon the foregoing, RLEA respectfully submits that the Commission is required to impose employee protections in this proceedings and the level of protections should be those contained in the New York Dock conditions.

Respectfully submitted,

Donald F. Griffin
William J. Mahoney
John O'B. Clarke, Jr.
Donald F. Griffin

HIGHSAW & MAHONEY, P.C
1050 17th Street, N.W.
Suite 210
Washington, D.C. 20036
(202) 296-8500

Attorneys for
Railway Labor Executives'
Association

Date: October 28, 1988

CERTIFICATE OF SERVICE

I hereby certify that I have this day caused to be served by first class mail or express service a copy of the foregoing comments of Railway Labor Executives' Association Regarding The Applicability Of Protective Conditions To Employees Affected By Actions Taken In Anticipation For The Interstate Commerce Commission's Approval Of The Santa Fe Southern Pacific Corporation's Control Of The Southern Pacific Transportation Company upon the following party in accordance with the Commission notice in F.D. 30400 (Sub-No. 21) served October 28, 1988.

Jerome F. Donohoe
Vice President-Law
Santa Fe Southern Pacific Corporation
224 South Michigan Avenue
Chicago, Illinois 60604

Dated at Washington, D.C. this 28th day of October, 1988.

Donald F. Griffin
Donald F. Griffin

EXHIBIT 1

VERIFIED STATEMENT

OF

R. B. BRACKBILL

My name is R. B. Brackbill. I am General Chairman of the System Board of Adjustment No. 94 of the Brotherhood of Railway, Airline and Steamship Clerks, Freight Handlers, Express and Station Employees (BRAC), which is an unincorporated labor organization representing the crafts or classes of clerical, office, station, storehouse, telegraphic and related employees pursuant to the Railway Labor Act, 45 U.S.C. §151, et seq. on Class I railroads including the Southern Pacific Transportation Company (SPT). My duties as General Chairman include negotiating and handling grievances which arise under collective bargaining agreements concerning of BRAC-represented employees with SPT. My office is located at 760 Market Street, Suite 1000, Phelan Building, San Francisco, California 94102.

I began working for SPT on August 21, 1957 as a Telegrapher. I held that position for nineteen (19) months until I enlisted in the U.S. Air Force. Upon release from the U.S. Air Force in 1962, I returned to railroad service with SPT and shortly thereafter was elected as a Division Representative of the Order of Railroad Telegraphers Division 53, headquartered in San Francisco, California. I held that position until I was elected General Chairman of the Order of Railroad Telegraphers in 1969. In 1972, the Railroad Clerical and Telegraphic System Boards were merged and I became an Assistant to the General Chairman of BRAC

System Board of Adjustment No. 94. I was elected the Vice General Chairman of System Board No. 94 in 1975. I was elected General Chairman in 1980 and was re-elected to that position in July 1984. I, therefore, have over twenty-seven (27) years of experience in the railroad industry.

Because of recent actions taken by SPT, it is obvious that the application submitted to the ICC in this proceeding by the applicant railroads is inaccurate and misleading. I was notified on August 27, 1984 of SPT's intent to abolish within ninety (90) days thirteen (13) clerical assignments at City of Industry, California. See Notice 711 attached hereto as Exhibit 1. The duties of these assignments will eventually be performed at the Colton, California Hump Yard, a planned major facility on SPT for handling SPT/Santa Fe merged traffic. I was further notified on August 30, 1984 of SPT's intent to abolish within ninety (90) days sixteen (16) clerical assignments at Bakersfield, California. See Notice 718 attached hereto as Exhibit 2. The location of these abolishments is in the same area where the Applicants intend to make the Santa Fe Freight Yard, instead of the SPT facility, the primary rail facility for the merged railroad. It has become evident to me that abolishment notices will be issued eliminating some ten (10) to fifteen (15) assignments in Yuma, Arizona, with that work to be performed at the Colton, California Hump Yard Facility.

These recent or upcoming actions by SPT render the Applicants' Labor Impact Exhibit inaccurate. On page A-2 of the Labor Impact Exhibit, the Applicants state that sixteen (16)

clerks positions will be abolished and two (2) clerks positions will be transferred in the first year following the merger at Bakersfield, California. Since March 23, 1984, the date Applicants petitioned the ICC for approval of the proposed merger, SPT has issued notices to abolish clerical assignments at SPT rail yard facilities between Stockton and Bakersfield, California where the Santa Fe and the SPT operate parallel rail trackage as follows (See Exhibits 3-10):

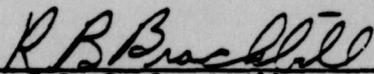
Notice 663	March 27, 1984	Tracy, CA	6 clerical assignments
Notice 704	August 1, 1984	Stockton, CA	5 clerical assignments
Notice 713	August 27, 1984	Fresno, CA	3 clerical assignments
Notice 718	August 29, 1984	Bakersfield, CA	16 clerical assignments
Notice 727	Sept. 7, 1984	Fresno, CA	1 clerical assignment
Notice 728	Sept. 7, 1984	Lodi, CA	2 clerical assignments
		Modesto, CA	1 clerical assignment
		Stockton CA	4 clerical assignments
Notice 749	Sept. 28, 1984	Tracy, CA	6 clerical assignments
Notice 758	October 16, 1984	Modesto, CA	1 clerical assignment

In a five month period, the SPT has placed on notice forty-five (45) clerical assignments for abolishment. Although the issue of adverse affects in anticipation of a transaction is a matter for arbitration, it is evident that there is a large difference between what the applicants say they will accomplish and what the applicants can actually accomplish. Furthermore, City of Industry, California is not even mentioned in the Labor Impact Exhibit.

For these reasons, I believe that it is necessary for the ICC to impose labor protective conditions on this transaction, in the event approval is granted, so that the employees will be financially protected as provided by the law. If the Applicants expect to reap financial benefits from this reorganization, they should not expect to do so at the expense of their own employees.

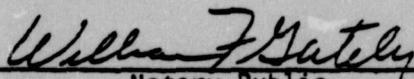
STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

R. B. Brackbill, being first duly sworn upon oath deposes and says that he has read the foregoing statement and that the facts therein stated are true and correct to the best of his knowledge.


R. B. Brackbill

SUSCRIBED and sworn to before me, a Notary Public, in and for the State and County above named this 6th day of December, 1984.




Notary Public

Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

LABOR RELATIONS

SENIOR MANAGERS

G. E. LAMB
W. E. LOGNIS

LABOR RELATIONS OFFICERS

W. E. GATLIN
M. A. GIVAN
J. O. LAWSON
P. K. LARSON
J. S. HARSHMAN
D. A. PORTER
L. C. SCHERLIN
D. E. TORREY

August 24, 1984

Mr. R. B. Brackbill, General Chairman (4)
Brotherhood of Railway and Airline Clerks
760 Market Street, Suite 1000
San Francisco, California 94102

CLKS 2-85
(Notice No. 711)

Dear Sir:

Pursuant to the provisions of Section 1(a), Article III of the Agreement of September 16, 1971, this letter will serve as not less than 90 days' advance notice of the Company's intention to abolish the following positions:

<u>Position No.</u>	<u>Title</u>	<u>Location</u> (MRS-LA3)
209	Chief Yard Clerk	City of Industry
210	Assistant Chief Clerk	City of Industry
211	Assistant Chief Yard Clerk	City of Industry
212	Assistant Chief Yard Clerk	City of Industry
213	Train Clerk	City of Industry
214	Train Clerk	City of Industry
215	Train Clerk	City of Industry
218	Train Clerk	City of Industry
223	Janitor	City of Industry
224	Secretary	City of Industry
053	Relief Position	City of Industry
054	Relief Position	City of Industry
055	Relief Position	City of Industry

Yours truly,

D. A. PORTER

NOTED:	
RBB	<input checked="" type="checkbox"/>
CLF	<input checked="" type="checkbox"/>
SRS	<input checked="" type="checkbox"/>
JEM	8/27/84
GHA	<input type="checkbox"/>
	<input type="checkbox"/>
	<input type="checkbox"/>
	<input type="checkbox"/>

RECEIVED

AUG 27 1984

SYSTEM BOARD OF ADJUSTMENT #94

ATT 42

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

LABOR RELATIONS

SENIOR MANAGERS

C. E. LAMB
F. E. LOOMIS

LABOR RELATIONS OFFICERS

W. E. GATLIN	J. S. MARSHMAN
M. A. GIVAN	D. A. PORTER
J. D. LAWSON	L. C. SCHERLING
P. K. LARSON	D. E. TORREY

August 29, 1984

Mr. R. B. Brackbill, General Chairman (4)
Brotherhood of Railway and Airline Clerks
760 Market Street, Suite 1000
San Francisco, California 94102

CLKS 2-85
(Notice No. 718)

Dear Sir:

Pursuant to the provisions of Section 1(a), Article III of the Agreement of September 16, 1971, this letter will serve as not less than 90 days' advance notice of the Company's intention to abolish the following positions:

<u>Position No.</u>	<u>Title</u>	<u>Location</u> (MR1-SJ2)
010	Car Service Clerk	Bakersfield
013	Car Service Clerk	Bakersfield
111	Train Clerk	Bakersfield
113	Train Clerk	Bakersfield
115	Train Clerk	Bakersfield
117	Train Clerk	Bakersfield
118	Train Clerk	Bakersfield
119	Train Clerk	Bakersfield
312	MP&C Clerk	Bakersfield
341	Mech Data Proc Clerk	Bakersfield
343	Mech Data Proc Clerk	Bakersfield
344	Mech Data Proc Clerk	Bakersfield
014	Relief Position	Bakersfield
014	Relief Position ("A")	Bakersfield
015	Relief Position	Bakersfield
032	Relief Position	Bakersfield

Yours truly,

D. A. PORTER
[Signature]

NOTED:

RBB

CLF

SRS

JEH

GHA

RECEIVED

AUG 30 1984

SYSTEM BOARD OF ADJUSTMENT WC

A-77 #1

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

LABOR RELATIONS

SENIOR MANAGERS
C. E. LAMB
W. E. LCOMIS

LABOR RELATIONS OFFICERS
W. E. CATLIN J. S. MARSHMAN
M. A. C. VAN D. A. PORTER
J. D. LAWSON L. C. SCHERLING
P. K. LARSON D. E. TORREY

March 27, 1984

Mr. R. B. Brackbill, General Chairman (4)
Brotherhood of Railway and Airline Clerks
760 Market Street, Suite 1000
San Francisco, California 94102

CLKS 2-85
(Notice No. 663)

Dear Sir:

Pursuant to the provisions of Section 1(a), Article III of the Agreement of September 16, 1971, this letter will serve as not less than 90 days' advance notice of the Company's intention to abolish the following positions:

<u>Position No.</u>	<u>Title</u>	<u>Location</u> (MR1-WD3)
1	Agent	Tracy
9	Demurrage Clerk	Tracy
201	Crew Dispatcher	Tracy
211	Crew Dispatcher	Tracy
220	Crew Dispatcher	Tracy
21	Relief Position	Tracy

Yours truly,

DA PORTER
R

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RBB	/
CLF	/
SFC	/
JEB	3/28/84
GFA	

ilmo(3)

RECEIVED

MAR 28 1984

SYSTEM BOARD OF ADJUSTMENT #94

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

LABOR RELATIONS

SENIOR MANAGERS

C. E. LAMB
W. E. LOOMIS

LABOR RELATIONS OFFICERS

W. E. CATLIN	J. S. HARSHMAN
M. A. GIVAN	D. A. PORTER
J. D. LAWSON	L. C. SCHERLING
P. K. LARSON	D. E. TORREY

August 1, 1984

Mr. R. B. Brackbill, General Chairman (4)
Brotherhood of Railway and Airline Clerks
760 Market Street, Suite 1000
San Francisco, California 94102

CLKS 2-85
(Notice No. 704)

Dear Sir:

Pursuant to the provisions of Section 1(a), Article III of the Agreement of September 16, 1971, this letter will serve as not less than 90 days' advance notice of the Company's intention to abolish the following positions:

<u>Position No.</u>	<u>Title</u>	<u>Location</u> (MRI-WD3)
129	Train Clerk	Stockton
11	Transit Rate Clerk	Stockton
13	Transit Clerk	Stockton
23	Demurrage Clerk	Stockton
42	Bill Clerk	Stockton

Yours truly,

[Handwritten Signature]

RE
CLC
SER
JEN 8/1/84
CHA

RECEIVED

AUG 3 1984

SYSTEM BOARD OF ADJUSTMENT #94

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

LABOR RELATIONS

SENIOR MANAGERS

C. E. LAMB
W. E. LOOMIS

LABOR RELATIONS OFFICERS

W. E. CATLIN	J. S. HARSHMAN
M. A. GIVAN	D. A. PORTER
J. D. LAWSON	L. C. SCHERLING
P. K. LARSON	D. E. TORREY

August 27, 1984

Mr. R. B. Brackbill, General Chairman (4)
Brotherhood of Railway and Airline Clerks
760 Market Street, Suite 1000
San Francisco, California 94102

CLKS 2-85
(Notice No. 713)

Dear Sir:

Pursuant to the provisions of Section 1(a), Article III of the Agreement of September 16, 1971, this letter will serve as not less than 90 days' advance notice of the Company's intention to abolish the following positions:

<u>Position No.</u>	<u>Title</u>	<u>Location</u> (MRI-SJ2)
020	Bill Rate Clerk	Fresno
047	Car Service Clerk	Fresno
019	Relief Position	Fresno

Yours truly,

D. A. PORTER
[Signature]

NOTED:	
REC	✓
CLF	✓
SAS	✓
JEH	8/29/84

RECEIVED

AUG 28 1984

SYSTEM BOARD OF ADJUSTMENT #84

*Elmer
Karter (2)*

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

LABOR RELATIONS

SENIOR MANAGERS

C. E. LAMB
W. E. LOGGINS

LABOR RELATIONS OFFICERS

W. E. CATLIN	J. S. HARSHMAN
M. A. GIVAN	D. A. PORTER
J. D. LAWSON	L. C. SCHERLING
P. K. LARSON	D. E. TORREY

August 29, 1984

Mr. R. B. Brackbill, General Chairman (4)
Brotherhood of Railway and Airline Clerks
760 Market Street, Suite 1000
San Francisco, California 94102

CLKS 2-85
(Notice No. 718)

Dear Sir:

Pursuant to the provisions of Section 1(a), Article III of the Agreement of September 16, 1971, this letter will serve as not less than 90 days' advance notice of the Company's intention to abolish the following positions:

<u>Position No.</u>	<u>Title</u>	<u>Location</u> (MRT-SJ2)
010	Car Service Clerk	Bakersfield
013	Car Service Clerk	Bakersfield
111	Train Clerk	Bakersfield
113	Train Clerk	Bakersfield
115	Train Clerk	Bakersfield
117	Train Clerk	Bakersfield
118	Train Clerk	Bakersfield
119	Train Clerk	Bakersfield
312	MP&C Clerk	Bakersfield
341	Mech Data Proc Clerk	Bakersfield
343	Mech Data Proc Clerk	Bakersfield
344	Mech Data Proc Clerk	Bakersfield
014	Relief Position	Bakersfield
014	Relief Position ("A")	Bakersfield
015	Relief Position	Bakersfield
032	Relief Position	Bakersfield

Yours truly,

D. A. PORTER


NO	
RSC	<input checked="" type="checkbox"/>
CLP	<input checked="" type="checkbox"/>
SMS	
JCH	<i>[Signature]</i>
CHA	

*Lawson
Letter (?)*

RECEIVED

AUG 30 1984

SYSTEM BOARD OF ADJUSTMENT #83

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

LABOR RELATIONS

SENIOR MANAGERS
C. E. LAMB
W. E. LOMIS

LABOR RELATIONS OFFICERS
W. E. CATLIN J. S. MARSHMAN
M. A. GIVAN D. A. PORTER
J. D. LAWSON L. C. SCHERLING
P. K. LARSON D. E. TORREY

September 7, 1984

RECEIVED
SEP 10 1984

Mr. R. B. Brackbill, General Chairman (4)
Brotherhood of Railway and Airline Clerks
760 Market Street, Suite 1000
San Francisco, California 94102

CLKS 2-85
(Notice No. 728)

Dear Sir:

Pursuant to the provisions of Section 1(a), Article III of the Agreement of September 16, 1971, this letter will serve as not less than 90 days' advance notice of the Company's intention to abolish the following positions:

<u>Position No.</u>	<u>Title</u>	<u>Location</u> (MRI-WDS)
012	Train Clerk	Lodi
002	Relief Position	Lodi
034	Cashier	Modesto
021	Demurrage Clerk	Stockton Station
108	Train Clerk	Stockton Yard
128	Train Clerk	Stockton Yard
013	Relief Position	Stockton Yard

Yours truly,

D. A. PORTER
Q

Handwritten notes:
Lodi
Modesto

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

LABOR RELATIONS

SENIOR MANAGERS

C. E. LAMB
W. E. LCOMIS

LABOR RELATIONS OFFICERS

W. E. CATLIN
M. A. GIVAN
J. D. LAWSON
P. K. LARSON
J. S. HARSHMAN
D. A. PORTER
L. C. SCHERLING
D. E. TOFFEY

September 28, 1984

Mr. R. B. Brackbill, General Chairman (4)
Brotherhood of Railway and Airline Clerks
760 Market Street, Suite 1000
San Francisco, California 94102

CLKS 2-35
(Notice No. 749)

Dear Sir:

Pursuant to the provisions of Section 1(a), Article III of the Agreement of September 16, 1971, this letter will serve as not less than 90 days' advance notice of the Company's intention to abolish the following positions:

<u>Position No.</u>	<u>Title</u>	<u>Location</u> (MRI-WD3)
121	Train Clerk	Tracy Yard
130	Train Clerk	Tracy Yard
140	Train Clerk	Tracy Yard
141	Train Clerk	Tracy Yard
011	Relief Position	Tracy Station
001	Relief Position	Tracy Station

Yours truly,

D. A. PORTER
Q

RECEIVED

OCT 1 1984

SYSTEM BOARD OF ADJUSTMENT #94

500-260116

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

LABOR RELATIONS

SENIOR MANAGERS

C. E. LAMB
W. E. LOOMIS

LABOR RELATIONS OFFICERS

W. E. CATLIN J. S. HARSHMAN
M. A. GIVAN D. A. PORTER
J. D. LAWSON L. C. SCHERLING
P. K. LARSON D. E. TORREY

October 16, 1984

Mr. R. B. Brackbill, General Chairman (4)
Brotherhood of Railway and Airline Clerks
760 Market Street, Suite 1000
San Francisco, California 94102

CLKS 2-85
(Notice No. 752)

Dear Sir:

Pursuant to the provisions of Section 1(a), Article III of the Agreement of September 16, 1971, this letter will serve as not less than 90 days' advance notice of the Company's intention to abolish the following position:

<u>Position No.</u>	<u>Title</u>	<u>Location</u> (MRT-WD3)
004	Claim Inspector	Modesto

Yours truly,

D.A. PORTER

RECEIVED
OCT 17 1984
SYSTEM BOARD OF ADJUSTMENT #94

10/17/84

Adams (2)

EXHIBIT 10

EXHIBIT 2

VERIFIED STATEMENT

OF

E. B. KOSTAKIS

My name is E. B. Kostakis and I am President and Directing Chairman of District Lodge No. 19, International Association of Machinists and Aerospace Workers (IAM). The IAM is the collective bargaining representative for machinists on each of the railroads involved in this application.

I became a machinist helper on the Southern Pacific (SP) in July 1948. I established seniority as a journeyman machinist in November 1952. In 1964, I was elected Local Chairman of Local Lodge 1209, Roseville, California, and I served in that capacity until 1968. On August 1, 1968, I became a General Chairman and have held that position ever since. My office is located at 729 Sunrise Avenue, Suite 202, Roseville, California 95678. In my capacity as Directing General Chairman, I have become familiar with the operations of all the railroads operating west of the Mississippi River, including SP and the Santa Fe. This statement is based upon my personal knowledge and upon information I have obtained in the course of my duties as President and Directing General Chairman of Ldgc No. 19.

Until recently, SP forces at Bakersfield, California were primarily engaged in servicing and maintaining locomotives used for the movement of trains over the Tehachapi Mountains south of

Bakersfield. Generally, when these locomotives were in need of scheduled maintenance, they were taken to the SP facility in Roseville, California. However, SP locomotives are now being serviced at Barstow by Santa Fe employees. Locomotives used for the movement of trains over the Tehachapi Mountains are cut out of those trains by Santa Fe employees at Mojave. These locomotives are then operated in return service to Bakersfield or other points on the Santa Fe system, or are operated into Barstow, where they are serviced by Santa Fe employees.

The use of Santa Fe's facilities and employees to perform the work previously performed by SP forces at Bakersfield has resulted in the furlough of nine of the ten machinists employed by the SP at Bakersfield. It is apparent that the Santa Fe is dictating the operation of the SP to the detriment of machinists employed by the SP. In fact, it appears that the Santa Fe is already involved in the mechanical, operating and labor relations departments of the SP.

STATE OF CALIFORNIA
COUNTY OF

E. B. Kostakis, being first duly sworn upon oath deposes and says that he has read the foregoing statement and that the facts therein stated are true and correct to the best of his knowledge.

E. B. Kostakis

SUBSCRIBED and sworn to before me, a Notary Public, in and for the State and County above named this _____ day of _____, 1984.

Notary Public

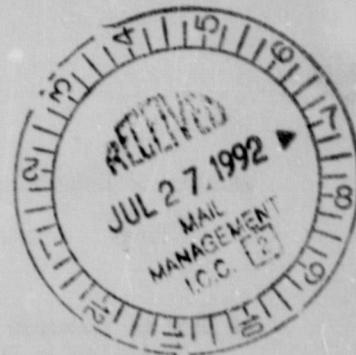
FD 30400

SUB NO. 21

D

ENTERED
Office of the Secretary
JUL 26 1992
Part of
7 Public Record

BEFORE THE
INTERSTATE COMMERCE COMMISSION



SANTA FE SOUTHERN PACIFIC CORPORATION--
CONTROL--SOUTHERN PACIFIC TRANSPORTATION
COMPANY

Finance Docket
No. 30400 (Sub-No. 21)

**PETITION FOR LEAVE TO SERVE
REQUESTS FOR PRODUCTION OF DOCUMENTS**

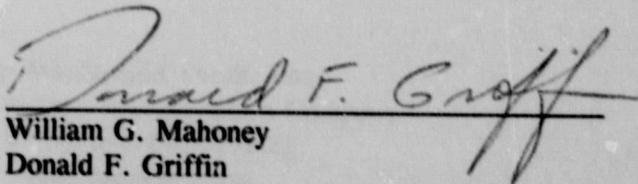
The Brotherhood of Maintenance of Way Employees ("BMWE") and International Association of Machinists and Aerospace Workers ("IAMAW") respectfully submit to the Commission, pursuant to 49 C.F.R. § 1114.21(b)(2), the following petition seeking permission to serve requests for production of documents upon the Santa Fe Pacific Corporation (formerly Santa Fe Southern Pacific Corporation "SFSP"). (A copy of the document request is attached hereto as Attachment "A".)

On July 24, 1992, the BMWE and IAMAW served interrogatories upon SFSP pursuant to the authority provided in 49 C.F.R. §§ 1114.21 and 1114.26. (A copy of the interrogatories is attached hereto as Attachment "B".) The interrogatories are designed to elicit information from SFSP concerning "actions taken or orders issued by SFSP in contemplation of the proposed [Atchison, Topeka & Santa Fe Railway Co. - Southern Pacific Trans. Co. ("SPT")] merger." June 18, 1992 slip op. at 3. The document requests attached hereto seek those documents reviewed and identified by SFSP in its responses to the interrogatories as well those documents previously presented to the Commission's Office of

Compliance and Consumer Assistance as part of its informal investigation of SFSP's contacts with SPT during the voting trust.

The BMW and IAMAW respectfully submit that these discovery requests, as well as the previously served interrogatories, seek evidence relevant to the question of SFSP's relationship to SPT during the time SPT was held in a voting trust. The information sought is in the possession of SFSP and is necessary to develop a full and adequate record in this proceeding. Accordingly, BMW and IAMAW request that the Commission grant their request to serve document requests upon SFSP.

Respectfully submitted,



William G. Mahoney
Donald F. Griffin

HIGSAW, MAHONEY & CLARKE, P.C.
1050 17th Street, N.W.
Suite 210
Washington, DC 20036
(202) 296-8500

Attorneys for BMW and IAMAW

Dated: July 27, 1992

CERTIFICATE OF SERVICE

I hereby certify that today I served copies of the foregoing "Petition for Leave to Serve Requests for Production of Documents" upon the following by overnight mail delivery to:

Jerome F. Donohoe, Esq.
Santa Fe Pacific Corporation
1700 East Golf Road
Schaumburg, IL 60173

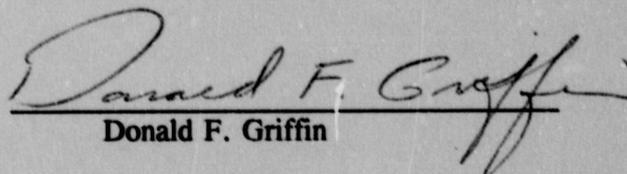
Guy Vitello, Esq.
The Atchison, Topeka & Santa Fe Railway Company
1700 East Golf Road
Schaumburg, IL 60173

and by first class mail delivery to:

John MacDonald Smith, Esq.
Southern Pacific Transportation Company
819 Southern Pacific Bldg.
One Market Plaza
San Francisco, CA 94105

Charles Kong
1017 Brown Street
Bakersfield, CA 93305

E. R. Straatsma
P.O. Box 214
Folsom, CA 95630

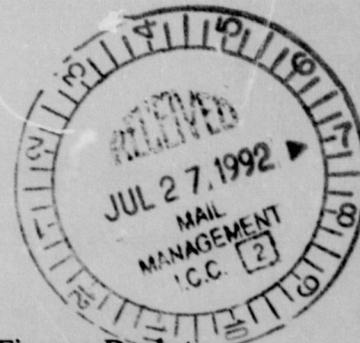

Donald F. Griffin

Dated: July 27, 1992

ATTACHMENT A

ENTERED
Office of the Secretary
JUL 28 1992
Part of
7 Public Record

BEFORE THE
INTERSTATE COMMERCE COMMISSION



SANTA FE SOUTHERN PACIFIC CORPORATION--
CONTROL--SOUTHERN PACIFIC TRANSPORTATION
COMPANY

Finance Docket
No. 30400 (Sub-No. 21)

REQUEST FOR PRODUCTION OF DOCUMENTS

The Brotherhood of Maintenance of Way Employees ("BMWE") and the International Association of Machinists and Aerospace Workers ("IAMAW") respectfully serve through counsel, pursuant to 49 C.F.R. §1114.30, the following request for production of documents upon the Santa Fe Pacific Corporation (formerly Santa Fe Southern Pacific Corporation). A response to these requests should be served upon counsel for BMWE and IAMAW:
HIGSAW, MAHONEY & CLARKE, P.C., 1050 17th Street, N.W., Suite 210;
Washington, DC 20036; fifteen (15) days after service of these requests.

DEFINITIONS

- (1) **Document:** The term "document" is defined to be synonymous in meaning and equal in scope to the usage of this term in Federal Rule of Civil Procedure 34(a). A draft or non-identical copy is a separate document within the meaning of this term.
- (2) **ICC:** The term "ICC" means the Interstate Commerce Commission.
- (3) **Rules of Construction:** The following rules of construction apply to all discovery requests:
 - (a) **All/Each;** the terms "all" and "each" shall be construed as all and each;

(b) *And/Or*; the terms "and" and "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the interrogatory all responses that might otherwise be construed to be outside of its scope.

(c) *Number*; the use of the singular form of any word includes the plural and vice versa.

- (4) ***Time Period Covered By Document Requests***: The time period covered by these interrogatories runs from January 1, 1982 until Rio Grande Industries, Inc. assumed control of the Southern Pacific Transportation Company, its affiliates, subsidiaries, successors and assigns.

Request for Production of Documents

1. Produce each document identified in response to Interrogatory Number 2.
2. Produce each document identified in response to Interrogatory Number 4.
3. Produce each document identified in response to Interrogatory Number 6.
4. Produce each document identified in response to Interrogatory Number 7.
5. Produce each document identified in response to Interrogatory Number 8.
6. Produce each document identified in response to Interrogatory Number 10.
7. Produce each document identified in response to Interrogatory Number 11.
8. Produce each document identified in response to Interrogatory Number 13.
9. Produce each document identified in response to Interrogatory Number 15.
10. Produce each document identified in response to Interrogatory Number 16.
11. Produce each document identified in response to Interrogatory Number 20.

12. Produce each document presented to the ICC's Office of Compliance and Consumer Assistance in response to the investigation referenced in the decision in *Santa Fe Southern Pacific Corp.--Control--Southern Pacific Trans. Co.*, Finance Docket No. 30400, served February 27, 1987 (not published).

Respectfully submitted,

William G. Mahoney
Donald F. Griffin

HIGSAW, MAHONEY & CLARKE, P.C.
1050 17th Street, N.W.
Suite 210
Washington, DC 20036
(202) 296-8500

Attorneys for BMW and IAMAW

Dated: _____, 1992

CERTIFICATE OF SERVICE

I hereby certify that today I served copies of the foregoing "Petition to Serve Request for Production of Documents" upon the following by overnight mail delivery to:

Jerome F. Donohoe, Esq.
Santa Fe Pacific Corporation
1700 East Golf Road
Schaumburg, IL 60173

Guy Vitello, Esq.
The Atchison, Topeka & Santa Fe Railway Company
1700 East Golf Road
Schaumburg, IL 60173

and by first class mail delivery to:

John MacDonald Smith, Esq.
Southern Pacific Transportation Company
819 Southern Pacific Bldg.
One Market Plaza
San Francisco, CA 94105

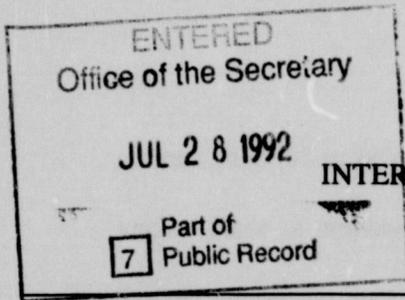
Charles Kong
1017 Brown Street
Bakersfield, CA 93305

E. R. Straatsma
P.O. Box 214
Folsom, CA 95630

Donald F. Griffin

Dated: _____, 1992

ATTACHMENT B



BEFORE THE
INTERSTATE COMMERCE COMMISSION



SANTA FE SOUTHERN PACIFIC CORPORATION--
CONTROL--SOUTHERN PACIFIC TRANSPORTATION
COMPANY

Finance Docket
No. 30400 (Sub-No. 21)

INTERROGATORIES

The Brotherhood of Maintenance of Way Employees ("BMW") and the International Association of Machinists and Aerospace Workers ("IAMAW") respectfully serve through counsel, pursuant to 49 C.F.R. §1114.26, the following interrogatories upon the Santa Fe Pacific Corporation (formerly Santa Fe Southern Pacific Corporation). Answers to these interrogatories should be served upon counsel for BMW and IAMAW: HIGHS AW, MAHONEY & CLARKE, P.C., 1050 17th Street, N.W., Suite 210; Washington, DC 20036; fifteen (15) days after service of these interrogatories.

DEFINITIONS

- (1) **Communication:** The term "communication" means the transmittal of information (in the form of facts, ideas, inquiries or otherwise).
- (2) **Document:** The term "document" is defined to be synonymous in meaning and equal in scope to the usage of this term in Federal Rule of Civil Procedure 34(a). A draft or non-identical copy is a separate document within the meaning of this term.
- (3) **Identify (With Respect to Persons):** When referring to a person, "to identify" means to give, to the extent known, the person's full name, title, present or last known

address, and when referring to a natural person, additionally, the present or last known place of employment. Once a person has been identified in accordance with the subparagraph, only the name of that person need be listed in response to subsequent discovery requesting the identification of that person.

- (4) **Identify (With Respect to Documents):** When referring to documents, "to identify" means to give, to the extent known, the (i) type of document; (ii) general subject matter; (iii) date of the document; and (iv) author(s), addressee(s) and recipient(s).
- (5) **Identify (With Respect to Communications):** When referring to communications, "to identify" means to give, to the extent known, the (i) type of communication; (ii) general subject matter; (iii) date of the communication; (iv) the person communicating and the person communicated to
- (6) **Person:** The term "person" is defined as any natural person or any business, legal or governmental entity or association.
- (7) **Concerning:** The term "concerning" means relating to, referring to, describing, evidencing or constituting.
- (8) **ATSF:** The term "ATSF" means the Atchison, Topeka and Santa Fe Railway Company, its officers, directors, employees, agents, partners, corporate parent, subsidiaries, affiliate and predecessors.
- (9) **SPT:** The term "SPT" means the Southern Pacific Transportation Company and the St. Louis Southwestern Railway Company, their officers, directors, employees, agents, partners, corporate parent, subsidiaries, affiliates and predecessors.

- (10) **SFSP:** The term "SFSP" means the Santa Fe Southern Pacific Corporation, its officers, directors, employees, agents, partners, corporate parent, subsidiaries, affiliates and successors.
- (11) **BMWE:** The term "BMWE" means the Brotherhood of Maintenance of Way Employees, its officers, directors, employees and agents.
- (12) **IAMAW:** The term "IAMAW" means the International Association of Machinists and Aerospace Workers, its officers, directors, employees and agents.
- (13) **ICC:** The term "ICC" means the Interstate Commerce Commission.
- (14) **Maintenance of Way Department:** The term "maintenance of way department" means that subdivision of either the SPT or ATSF concerned with the construction, repair and other maintenance of the track, roadbed, appurtenant structures and bridges of each carrier.
- (15) **Maintenance of Way Employee(s):** The term "maintenance of way employee(s)" means those employees working in the maintenance of way department.
- (16) **Maintenance of Equipment Department:** The term "maintenance of equipment department" means that subdivision of either the SPT or ATSF concerned with the construction, rebuilding, repair and maintenance of locomotives and rolling stock of each of the carriers.
- (17) **Maintenance of Equipment Facilities:** The term "maintenance of equipment facilities" means those locations where the construction, rebuilding, repair and maintenance of locomotives and other rolling stock are or were performed on a regular and recurring basis.

- (18) **Maintenance of Equipment Employee(s):** The term "maintenance of equipment employee(s)" means those employees working in the maintenance of equipment department.
- (19) **SPT - ATSF Merger:** The term "SPT - ATSF merger" means the transaction that was the subject of the primary application in ICC Finance Docket No. 30400.
- (20) **Rules of Construction:** The following rules of construction apply to all discovery requests:
- (a) **All/Each;** the terms "all" and "each" shall be construed as all and each;
 - (b) **And/Or;** the terms "and" and "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the interrogatory all responses that might otherwise be construed to be outside of its scope.
 - (c) **Number;** the use of the singular form of any word includes the plural and vice versa.
- (21) **Time Period Covered By Interrogatories:** The time period covered by these interrogatories runs from January 1, 1982 until Rio Grande Industries, Inc. assumed control of SPT.

Interrogatories

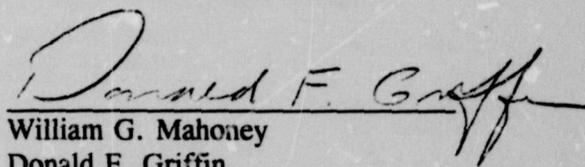
1. Identify those persons at SFSP concerned with plans or proposals, communicated in any fashion, involving the utilization of maintenance of way employees on the combined SPT - ATSF system created by the proposed SPT - ATSF merger.
2. Identify those documents concerning the proposed utilization of maintenance of way employees on the merged SPT - ATSF system.

3. Identify those persons at SFSP concerned with plans or proposals, communicated in any fashion, involving the utilization of maintenance of equipment employees on the combined SPT - ATSF system created by the proposed SPT - ATSF merger.
4. Identify those documents concerning the proposed utilization of maintenance of equipment employees on the merged SPT - ATSF system.
5. Identify those persons at SFSP concerned with plans or proposals, communicated in any fashion, involving the utilization of maintenance of equipment facilities on the combined SPT - ATSF system created by the proposed SPT - ATSF merger.
6. Identify those documents concerning the proposed utilization of maintenance of equipment facilities on the merged SPT - ATSF system.
7. Identify those documents prepared by or for SFSP concerning staffing levels in the maintenance of way department on SPT.
8. Identify those documents prepared by or for SFSP concerning staffing levels in the maintenance of equipment department on SPT.
9. Identify those SPT locomotive and car repair facilities which SFSP intended to close or reduce operations at following ICC approval of the SPT - ATSF merger.
10. Identify those documents concerning the matters set forth in Interrogatory Number 9.
11. Identify those documents sent either by SFSP to SPT or by SPT to SFSP, regarding staffing levels in the maintenance of way department on SPT.
12. Identify any communication either by SFSP to SPT or by SPT to SFSP, regarding staffing levels in the maintenance of way department on SPT.

13. Identify those documents either sent by SFSP to SPT or by SPT to SFSP, regarding staffing levels in the maintenance of equipment department considered desirable by SFSP.
14. Identify any communication either by SFSP to SPT or by SPT to SFSP regarding staffing levels in the maintenance of equipment department considered desirable by SFSP.
15. Identify any documents prepared by SFSP regarding the impact, implementation, effect, etc. of Interstate Commerce Act mandated employee protective conditions upon the SPT - ATSF merger.
16. Identify any documents either sent by SFSP to SPT or sent by SPT to SFSP, regarding the impact, implementation, effect, etc. of Interstate Commerce Act mandated employee protective conditions upon the SPT - ATSF merger.
17. Identify any communication either by SFSP to SPT or by SPT to SFSP, regarding the impact, implementation, effect, etc. of Interstate Commerce Act mandated employee protective conditions upon the SPT - ATSF merger.
18. Identify by date and location and reason for service, those locomotives owned or operated by SPT that were repaired, rebuilt or maintained at ATSF maintenance of equipment facilities.
19. Identify by date, location and reason for service, that non-locomotive rolling stock owned or operated by SPT that was repaired, rebuilt or maintained at ATSF maintenance of equipment facilities.

20. Identify any documents either from SFSP to SPT or from SPT to SFSP, relating to the subject matter of Interrogatories Numbered 18 and 19, above.
21. Identify any communications either between SFSP and SPT or from SPT to SFSP, relating to the subject matter of Interrogatories Numbered 18 and 19, above.

Respectfully submitted,



William G. Mahoney
Donald F. Griffin

HIGSAW, MAHONEY & CLARKE, P.C.
1050 17th Street, N.W.
Suite 210
Washington, DC 20036
(202) 296-8500

Attorneys for BMW and IAMAW

Dated: July 24, 1992

CERTIFICATE OF SERVICE

I hereby certify that today I served copies of the foregoing "Interrogatories" upon the following by overnight mail delivery to:

Jerome F. Donohoe, Esq.
Santa Fe Pacific Corporation
224 South Michigan Avenue
Chicago, IL 60604

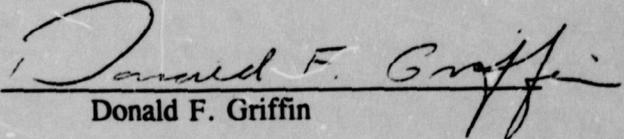
Guy Vitello, Esq.
The Atchison, Topeka & Santa Fe Railway Company
1700 East Golf Road
Schaumburg, IL 60173

and by first class mail delivery to:

John MacDonald Smith, Esq.
Southern Pacific Transportation Company
819 Southern Pacific Bldg.
One Market Plaza
San Francisco, CA 94105

Charles Kong
1017 Brown Street
Bakersfield, CA 93305

E. R. Straatsma
P.O. Box 214
Folsom, CA 95630


Donald F. Griffin

Dated: July 24, 1992

CERTIFICATE OF SERVICE

I hereby certify that today I served copies of the foregoing "interrogatories" upon the following by overnight mail delivery to:

Jerome F. Donohoe, Esq.
Santa Fe Pacific Corporation
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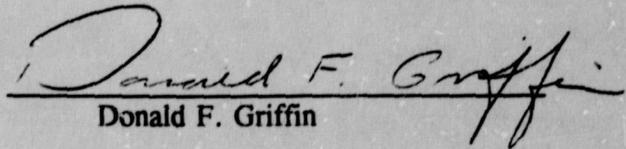
Guy Vitello, Esq.
The Atchison, Topeka & Santa Fe Railway Company
1700 East Golf Road
Schaumburg, IL 60173

and by first class mail delivery to:

John MacDonald Smith, Esq.
Southern Pacific Transportation Company
819 Southern Pacific Bldg.
One Market Plaza
San Francisco, CA 94105

Charles Kong
1017 Brown Street
Bakersfield, CA 93305

E. R. Straatsma
P.O. Box 214
Folsom, CA 95630


Donald F. Griffin

Dated: July 24, 1992